

Gafisa S.A.  
Form 6-K  
November 28, 2012

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the month of November, 2012**

**(Commission File No. 001-33356),**

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**Gafisa S.A.**

*(Translation of Registrant's name into English)*

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**Av. Nações Unidas No. 8501, 19th floor**  
**São Paulo, SP, 05425-070**  
**Federative Republic of Brazil**  
*(Address of principal executive office)*

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Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting  
the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1)

Yes  No

Indicate by check mark if the registrant is submitting  
the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

Indicate by check mark whether by furnishing the information contained in this Form,  
the Registrant is also thereby furnishing the information to the Commission pursuant

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to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes \_\_\_\_\_ No \_\_\_X\_\_\_

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**GAFISA S.A.**

**CONSTRUTORA TENDA S.A.**

Corporate Taxpayer's ID (CNPJ/MF) No.  
01.545.826/0001-07

Corporate Taxpayer's ID (CNPJ/MF) No.  
71.476.527/0001-75

Corporate Registry (NIRE) 35.300.147.952

Corporate Registry (NIRE) 35.300.348.206

**Publicly-Held Company**

**Publicly-Held Company**

**MATERIAL FACT**

**CONSTRUTORA TENDA S.A.** (Bovespa, TEND3) ("Tenda") and **GAFISA S.A.** (Bovespa, GFFA3) ("Gafisa") hereby discloses to its shareholders and the market that, in accordance to the meeting held today, the Board of Directors of Tenda approved the creation of a repurchase of shares program ("Program"), by Tenda, of common shares issued by its controlling company Gafisa, for maintenance in treasury and future disposal. Such approval was in accordance to Article 30, §1<sup>st</sup>, "b", of Law No. 6,404/76, CVM Instruction No. 10/80 ("ICVM 10") and Article 17, (n) of Tenda's Bylaws. It will compete to Tenda's Executive Board to define the opportunity and volume to be purchased.

In accordance to Article 8<sup>th</sup> of ICVM 10, we hereby stipulate the following:

- (i) Such Program has the purpose of applying, in an effective manner, the resources available in Tenda, with a profitability expectation in medium and long term;
- (ii) The amount of shares to be acquired in the scope of the Program shall not exceed 10,000,000 common shares issued by Gafisa which, together with the 599,486 common shares of Gafisa currently in treasury, correspond to 2.45% of the totality of outstanding common shares issued by Gafisa;
- (iii) The purchase will be realized upon debt of the account Capital Reserve of Tenda, which presented, on September 30, 2012, balance in the amount of R\$335,860,786.92, in accordance to financial statements as of such date;
- (iv) The purchase of shares will be for the market value of Gafisa's shares at BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros, and will be intermediated by broker Itaú Corretora de Valores S.A., with headquarter located in the State Capital of São Paulo; and
- (v) The Program will be executed within 365 days, counted from the present date.

Upon definition of Article 5<sup>th</sup> of ICVM 10 the amount of outstanding shares issued by Gafisa is 432,872,285, equivalent to the total amount of shares issued by Gafisa, observed that Gafisa has no controlling shareholder.

São Paulo, November 27, 2012

**Gafisa S.A.**

**Construtora Tenda S.A.**

André Bergstein

Rodrigo Osmo

Investor Relations Officer

Investor Relations Officer

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 27, 2012

**Gafisa S.A.**

By:

/s/ Alceu Duílio Calciolari

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Name: Alceu Duílio Calciolari

Title: Chief Executive Officer and Investor Relations Officer

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